

NEW NUMBER

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
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CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

REGISTRATION NO. 1 5486

JAN 27 1988

INTERSTATE COMMERCE COMMISSION
January 26, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

No.

Date JAN 27 1988

Fee \$ 10.00

Dear Ms. McGee:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are the original and two photocopies of a Memorandum of Lease dated as of September 24, 1987, primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Chrysler Rail Transportation Corporation
Greenwich Office Park 1
Greenwich, Connecticut 06836-6900

Lessee: Tricon Forest Industries, Inc.
West 201 North River Drive
Suite 210
Spokane, Washington 99201

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Copy to - CT. Kopple


Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
January 26, 1988
Page Two

Kindly return stamped copies of the enclosed document to
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street,
N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear
in the Commission's Index is:

Memorandum of Lease dated as of September 24, 1987
between Chrysler Rail Transportation Corporation,
Lessor, and Tricon Forest Industries, Inc., Lessee,
covering 100 center partition bulkhead flatcars
marked MR 9000 - 9099.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE A

RIDER "A"
to
LEASE AGREEMENT

NO: 105-7130001-001

DATED AS OF: September 24, 1987

BETWEEN: CHRYSLER RAIL TRANSPORTATION CORPORATION and
TRICON FOREST INDUSTRIES, INC.

CAR NUMBERS:	MR9000 through MR9099
CLASS OF CAR:	New 73-foot Center Partition Bulkhead Flatcars Manufactured by Gunderson
NUMBER OF CARS:	One Hundred (100)
TERM OF LEASE:	As specified in Schedule 1 to Lease Agreement No. 105-7130001-001

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles T. Kappler
918 16th Street N.W.
Washington, D.C. 20006

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/27/88 at 12:40PM, and assigned recordation number(s). 15486

Sincerely yours,

Nanta L. McEneaney
Secretary

Enclosure(s)

ICC Policy
New Number

1 5486
RECORDATION NO. _____ FILED 1425

JAN 27 1988 - 12 42 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

TRICON FOREST INDUSTRIES, INC. ("LESSEE")

AND

CHRYSLER RAIL TRANSPORTATION CORPORATION ("LESSOR")

September 24, 1987

Memorandum of a Lease Agreement made and entered into as of September 24, 1987 by and between CHRYSLER RAIL TRANSPORTATION CORPORATION, a Delaware corporation ("Lessor") and TRICON FOREST INDUSTRIES, INC., a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to the Lessee, and the Lessee has agreed to lease from Lessor the railroad cars shown on Rider "A" attached hereto, and such additional Riders as may be added hereto from time to time by agreement of the parties and signed by their duly authorized representatives.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall expire upon expiration of the rental term of the last car, or cars, covered thereunder. The rental term for each car shall be as shown in the Rider covering such car.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers and duly attested as of the date and year first above written.

(CORPORATE SEAL)

*This Corporation
has no seal*

CHRYSLER RAIL TRANSPORTATION CORPORATION

BY:

(LESSOR)

ATTEST:

Robert E. Floyd
Assistant Secretary

(CORPORATE SEAL)

TRICON FOREST INDUSTRIES, INC.
(LESSEE)

ATTEST:

Robert M. Cavanaugh
CFO + Assistant Secretary

BY:

[Signature]

STATE OF Connecticut)
) SS Greenwich
COUNTY OF Fairfield)

On this 18th day of January before me personally appeared Richard G. Neptune to me personally known who being by me duly sworn, says that he is the Vice President of CHRYSLER RAIL TRANSPORTATION CORPORATION, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

KAREN M. PAVLIK
NOTARY PUBLIC
My Commission Expires March 31, 1988

Karen M. Pavlik
Notary Public

(SEAL)

My Commission Expires: _____

STATE OF New Jersey)
) SS
COUNTY OF Middlesex)

On this 15th day of January, 1988 before me personally appeared Willem Kooyker to me personally known who being by me duly sworn, says that he is CEO & Chairman of TRICON FOREST INDUSTRIES, INC., a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation of authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jacqueline Wooten
Notary Public

(SEAL)

JACQUELINE WOOTEN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires: MY COMMISSION EXPIRES FEB. 13, 1992

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to
LEASE AGREEMENT

NO: 105-7130001-001

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